

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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	Chapter 11 Case No.
	09-50026 (REG)
	(Jointly Administered)

**STIPULATION AND AGREED ORDER
BETWEEN THE DEBTORS AND ILCO SITE REMEDIATION
GROUP REGARDING PROOFS OF CLAIM NOS. 21006 AND 18029**

Motors Liquidation Company (f/k/a General Motors Corporation) and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), and Claimant ILCO Site Remediation Group (“**ILCO**” and together with the Debtors, the “**Parties**”), by and through their respective undersigned counsel, hereby enter into this Stipulation and Agreed Order (this “**Stipulation**”) and stipulate as follows:

RECITALS

A. On June 1, 2009 (the “**Commencement Date**”), certain of the Debtors commenced with this Court voluntary cases (the “**Chapter 11 Cases**”) under chapter 11 of title 11, United States Code (the “**Bankruptcy Code**”).

B. On September 16, 2009, the Court entered an order (the “**Bar Date Order**”) establishing November 30, 2009 at 5:00 p.m. (Eastern Time) (the “**General Bar Date**”) as the deadline for each person or entity (including without limitation, each individual, partnership, joint venture, corporation, estate, or trust) to file a proof of claim (a “**Proof of Claim**”) against certain of the Debtors, including Motors Liquidation Company (“**MLC**”), to assert any claim (as

defined in section 101(5) of the Bankruptcy Code) that arose prior to the Commencement Date.

C. ILCO filed two identical copies of a proof of claim on or about October 28, 2009, in the above-captioned action;

D. One copy of ILCO's proof of claim was assigned claim no. 21006 ("**Claim 21006**"), and the other copy of ILCO's proof of claim was assigned claim no. 18029 ("**Claim 18029**");

E. Debtors objected to Claim 21006 as a duplicate claim as set forth in Debtors' Third Omnibus Objection to Claims [Docket No. 4624] and requested, among other things, that Claim 21006 be disallowed and expunged, and ILCO objected to the relief requested.

STIPULATION AND ORDER

**NOW, THEREFORE, EACH OF THE PARTIES HEREBY STIPULATES
AND AGREES AS FOLLOWS:**

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and among Debtors and ILCO that ILCO hereby withdraws Claim 21006, and Claim 18029 shall

constitute the surviving ILCO proof of claim which shall be unaffected by the Debtors' Third Omnibus Objection to Claims and the withdrawal provided herein.

Dated: New York, New York
June 16, 2010

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and Debtors in Possession

/s/ Melissa A. Murray
Milissa A. Murray

BINGHAM McCUTCHERN LLP
2020 K. Street
Washington, DC 20006
Telephone: (202) 373-6000
Facsimile: (202) 373-6445

Attorneys for ILCO Site Remediation Group

So Ordered this 29th day of June 2010

s/ Robert E. Gerber
United States Bankruptcy Judge